



Little River Band of Ottawa Indians

1762 U.S. 31 South
Manistee MI 49660
(231) 723-8288

ORIGINAL

Resolution No. #01-0303-02

**Authorizing the Tribal Ogema, or in his absence, the Tribal
Council Speaker to Execute a Design/Build Agreement
with Cunningham-Limp Company for Design and
Construction of the Permanent Casino Resort Facilities**

WHEREAS, the Tribe's status as a federally-recognized Indian tribe was reaffirmed and restored by Congress pursuant to Public Law 103-324, 108 Stat. 2156 (25 U.S.C. §1300k et seq.)(hereinafter "Little River Act"); and

WHEREAS, the Tribe adopted a Constitution, pursuant to a vote of the membership on May 27, 1998, which Constitution became effective upon its approval by the Assistant Secretary-Indian Affairs on July 10, 1998; and

WHEREAS, the Tribe is entitled to the protections and benefits accorded federally-recognized Indian tribes under federal law, including those under the Indian Gaming Regulatory Act of 1988 (25 U.S.C. §2701 et seq.)(hereinafter "IGRA"), which permits Indian tribes to operate Class II and III gaming activities on lands held in trust for the Tribe; and

WHEREAS, the Tribe has determined that the development of the permanent casino/resort facilities is in the best, long-term interests of the Tribe and its members; and

WHEREAS, the Tribe has previously authorized design and preliminary construction work related to the permanent Casino/Resort under the terms of a series of Letter Agreements with Cunningham Limp Company; and

WHEREAS, the Tribe and Cunningham-Limp have completed negotiations of a Design/Build Agreement, which would address both the design and construction phases of the project; and

WHEREAS, under the terms of that Design/Build Agreement, Cunningham-Limp Company has agreed to complete the work described in the Agreement, dated March 1, 2001, in accordance with the Specifications, dated January 23, 2001, and Preliminary Design Documents, dated January 11, 2001, for a guaranteed maximum price not to exceed \$46,497,300.00; and

WHEREAS, the terms of the March 1, 2001, Design/Build Agreement, as presented, includes terms implementing the Tribe's decision to commit a total of \$8 Million to be used for certain preliminary work by Cunningham-Limp through April 30, 2001, which work is described in Exhibit F to the Agreement; and

WHEREAS, the Tribe desires to increase its preliminary commitment of funds to a total of \$10.0 Million for preliminary work in order to assure completion of the RV Park by May 11, 2001 and the Hotel facilities by January 30, 2002; and

WHEREAS, pursuant to Article IV, Section 5 (a)(4) and Article V, Section 5(a)(3) and (8) of the Tribal Constitution, the Tribal Ogema, or in the absence of, the Tribal Council Speaker, is authorized to represent the Tribe in its relations with other organizations and manage the economic affairs/enterprises of the Tribe, in a manner consistent with the Tribal Constitution and resolutions of the Tribal Council; and

WHEREAS, the Tribal Council, pursuant to Article IV, Section 7 (b) of the Constitution, has the power to authorize and ratify agreements and contracts negotiated by the Ogema of the Tribe; and

WHEREAS, the Tribal Council understands that the agreement negotiated with Cunningham-Limp Company would include an agreement by the Tribe to have disputes arising under such agreement submitted to binding arbitration and the Tribe would further agree to a limited waiver Tribal sovereign immunity from suit in federal or, if the federal court lacks jurisdiction, in the courts of the State of Michigan, for purposes of compelling arbitration or enforcing decisions of the arbitrators; and

WHEREAS, the Tribal Council has determined that the specific waiver of sovereign immunity requested by Cunningham-Limp Company for the specific purpose of enforcement and/or interpretation of that Agreement is in furtherance of important Tribal purposes and tribal business enterprises and that such waiver is authorized by and is consistent with Article XI, Section 1 of the Tribe's Constitution.

NOW THEREFORE IT IS RESOLVED THAT the Tribal Council of the Little River Band of Ottawa Indians hereby affirms its commitment of \$10.0 Million toward the preliminary work described on Exhibit F and requests that the March 1, 2001 Design/Build Agreement be revised to conform to Tribe's decision to increase its preliminary commitment from \$8.0 Million to a total of \$10.0 Million.

IT IS FURTHER RESOLVED THAT the Tribal Council authorizes the Tribal Ogema, or in his absence, the Tribal Council Speaker, to execute the Design/Build Agreement with Cunningham-Limp Company, for designing and constructing a permanent casino, hotel, conference center, daycare/pool, RV park and related facilities on the Tribe's Reservation upon final review and approval by the Tribe's attorneys of a form of Agreement which conforms to the changes authorized in this Resolution.

IT IS FINALLY RESOLVED THAT this Resolution supercedes all authorizations provided by the September 7, 2000 Authorization Letter with Cunningham-Limp and all addenda to such letter.

CERTIFICATE OF ADOPTION

I do hereby certify that the foregoing resolution was duly presented and adopted by the Tribal Council with 6 FOR, 2 AGAINST, 1 ABSENT, and 0 ABSTAINING, at a Special Session of the Little River Band of Ottawa Indians Tribal Council held for this purpose at the Little River Band Community Center on March 3, 2001, in Manistee, Michigan. A quorum of the Tribal Council being present for such vote.



Lisa M. McCatty, Council Recorder

Attest:



Joan Spalding, Council Speaker

Distribution: Tribal Council Records
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